

STATE MS.-DESOTO CO.
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BK 103 PG 214
W.E. DAVIS CH. CLK.

STATEMENT OF MERGER AND RELATIONSHIP AS NOMINEE

STATE OF MISSISSIPPI §
COUNTY OF DE SOTO §

KNOW ALL MEN BY THESE PRESENTS:

THAT **THE RUDMAN PARTNERSHIP, LTD.** ("TRP, Ltd."), a Texas limited partnership, doing business as The Rudman Partnership, is the successor to **THE RUDMAN PARTNERSHIP** ("TRP"), a Texas general partnership, as a result of the merger of TRP into TRP, Ltd., effective as of October 30, 2003 in the State of Texas, and that all rights, title and interests in and to all real estate, oil, gas and mineral properties and interests, and all other property of TRP was on such date automatically allocated and vested in TRP, Ltd. as the surviving merger entity by operation of law, pursuant to Section 2.11(g)(2) of the Texas Revised Limited Partnership Act, Article 6132a-1 of the Texas Revised Civil Statutes, without reversion or impairment, without further act or deed, and without the need for any transfer or assignment having occurred or any conveyance documents being executed or recorded.

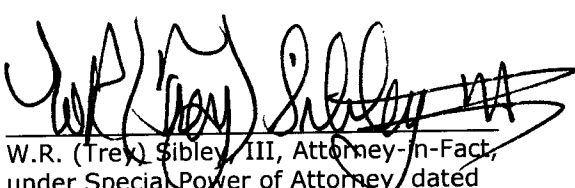
It is further acknowledged by the undersigned parties that TRP, Ltd., whether under its assumed name or otherwise, is merely holding legal title to all of the real estate, oil, gas and mineral properties and interests, and all other property to which it now holds title, as nominee and agent for the following real parties in interest, all of which are Texas limited partnerships (collectively, the "Principals"):

- RUDMAN OIL & GAS PARTNERSHIP I, LTD.** ("RO&GP I")
- RUDMAN OIL & GAS PARTNERSHIP II, LTD.** ("RO&GP II")
- RUDMAN REAL ESTATE PARTNERSHIP I, LTD.** ("RREP I")
- RUDMAN REAL ESTATE PARTNERSHIP II, LTD.** ("RREP II")

Notice is hereby given that all real estate, oil, gas and mineral properties and interests, and all other property held or appearing of record in this County and State in the name of TRP, Ltd. or TRP are equitably and beneficially owned solely by the Principals, and that TRP, Ltd. is acting solely as a nominee and authorized agent on behalf of the Principals in all of its business dealings and transactions concerning such property. It is further acknowledged that RO&GP I and RO&GP II each own an undivided 50% of all oil, gas and mineral properties and interests (and the surface land associated therewith) standing in the name of TRP, Ltd. or TRP in this County and State, and that RREP I and RREP II each own an undivided 50% of all other real estate standing in the name of TRP, Ltd. or TRP in this County and State.

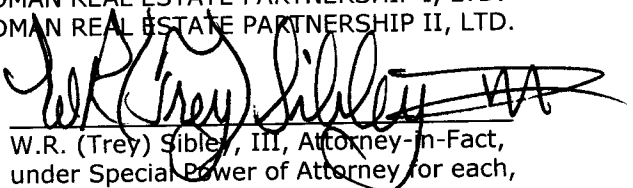
NOMINEE:

THE RUDMAN PARTNERSHIP, LTD.,
d/b/a The Rudman Partnership

By: 
W.R. (Trey) Sibley, III, Attorney-in-Fact,
under Special Power of Attorney dated
October 28, 2003

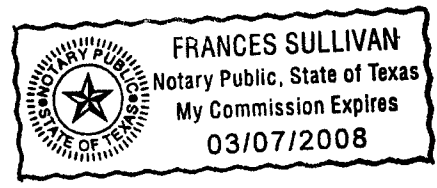
PRINCIPALS:

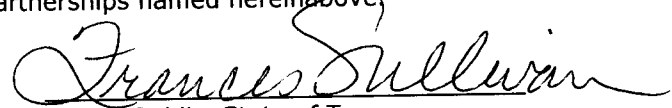
- RUDMAN OIL & GAS PARTNERSHIP I, LTD.
- RUDMAN OIL & GAS PARTNERSHIP II, LTD.
- RUDMAN REAL ESTATE PARTNERSHIP I, LTD.
- RUDMAN REAL ESTATE PARTNERSHIP II, LTD.

By: 
W.R. (Trey) Sibley, III, Attorney-in-Fact,
under Special Power of Attorney for each,
dated October 28, 2003

STATE OF TEXAS §
COUNTY OF DALLAS §

This instrument was acknowledged before me on April 22, 2004 by W.R. (Trey) Sibley, III, in his capacity as Attorney-in-Fact for each of the Texas limited partnerships named hereinabove.




Notary Public, State of Texas

THIS DOCUMENT REPAIRED BY:
AFTER RECORDING RETURN TO:

The Rudman Partnership
1700 Pacific Ave., Suite 4700
Dallas, TX 75201-4670

Phone: 214-220-3900
Fax: 214-220-3901